

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:) Chapter 11
)
CIRCUIT CITY STORES, INC., *et al.*,) Case No. 08-35653-KRH
)
Debtors.) (Jointly Administered)

**OBJECTION OF INLAND AMERICAN RETAIL MANAGEMENT, LLC,
INLAND CONTINENTAL PROPERTY MANAGEMENT CORP. AND
INLAND SOUTHWEST MANAGEMENT, LLC TO DEBTORS' THIRD
OMNIBUS MOTION FOR ORDER PURSUANT TO BANKRUPTCY
CODE SECTIONS 105(A), 365(A) AND 554 AND BANKRUPTCY
RULE 6006 AUTHORIZING REJECTION OF CERTAIN
UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY AND ABANDONMENT OF PERSONAL PROPERTY**

Inland American Retail Management, LLC, Inland Continental Property Management Corp. and Inland Southwest Management, LLC (collectively, "Inland"), by and through their undersigned counsel, hereby object to the *Debtors' Third Omnibus Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 365(a) and 554 and Bankruptcy Rule 6006 Authorizing Rejection of Certain Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property* ("Rejection Motion"), and, in support thereof, respectfully state as follows:

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LLC, Inland Continental Property Management Corp.
and Inland Southwest Management, LLC*

Background

1. On November 10, 2008 (“Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (“Bankruptcy Code”).

2. Inland, as managing agent for certain landlords, and the Debtors, as tenant, are parties to three (3) leases of non-residential real property (collectively, “Leases”) for premises that are located in: (a) Crossroads Superstore in Oklahoma City, OK – Store No. 3508; (b) College Station Superstore in College Station, TX – Store No. 1624; and (c) Quail Springs Superstore in Oklahoma City, OK – Store No. 3564 (collectively, “Premises”).

3. On or about February 13, 2009, the Debtors filed the Rejection Motion. Pursuant to the Rejection Motion, the Debtors are requesting to reject the Leases as of February 23, 2009 (the “Rejection Date”). *See* Rejection Motion, ¶¶14, 20; proposed order granting Rejection Motion, ¶ 2. The Debtors repeatedly state that they have or will have turned over keys to the Premises by February 23, 2009.

Inland’s Objection to the Rejection Motion

4. Inland objects to the Rejection Motion because, as of the date hereof, the Debtors and/or their agents have failed to turn over the keys to the Premises to Inland. Given that the Debtors and/or their agents have not turned over the keys to the Premises, the Rejection Date for the Leases should not be February 23, 2009. At most, the proposed order granting the Rejection Motion should state that the effective rejection date for the Leases does not occur until the later of February 23, 2009, or the date on which the Debtors turn over any keys and/or key codes to the Premises. Until Inland has access to the Premises, the Debtors have not properly or

unequivocally surrendered the Premises, and the Debtors should not be able to reap the benefit of an effective rejection of the Leases.

WHEREFORE, Inland respectfully requests that the Court enter an order that is consistent with the foregoing concerns raised by Inland and that grants Inland such further and additional relief as the Court may deem just and proper.

Dated: February 23, 2009

INLAND AMERICAN RETAIL MANAGEMENT, LLC
INLAND CONTINENTAL PROPERTY MANAGEMENT
CORP.
INLAND SOUTHWEST MANAGEMENT, LLC

By /s/ Augustus C. Epps, Jr.
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CERTIFICATE OF SERVICE

I hereby certify that on the 23rd day of February, 2009, I caused a copy of the foregoing to be served by electronic means on the “2002” and “Core” lists and through the ECF system.

/s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr.

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